

EXHIBIT 25

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1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK

3 SECURITIES and EXCHANGE COMMISSION,

4 Plaintiff,

5 v.

20 Civ. 10832 (AT) (SN)

6 RIPPLE LABS, INC., et al.,

7 Defendants.

8 -----x
9 New York, N.Y.
10 March 19, 2021
11 10:30 a.m.

12 Before:

13 HON. SARAH NETBURN,

14 U.S. Magistrate Judge

15 APPEARANCES

16 SECURITIES and EXCHANGE COMMISSION

17 Attorneys for Plaintiff SEC

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1 So forget everybody else who is selling XRP, these
2 individual defendants violated Section 5 each and every time
3 that they sold it?

4 MR. TENREIRO: Well, your Honor, so -- I'm sorry.
5 What was the question about other individuals that were
6 selling?

7 THE COURT: Presumably under this theory then, every
8 individual in the world who is selling XRP would be committing
9 a Section 5 violation based on what you just said.

10 MR. TENREIRO: That's not quite correct, your Honor.
11 So the statute, the Securities Act of 1933 has sort of a
12 registration provision under Section 5, and then an exemption
13 provision under Section 4. And broadly speaking, the Section 4
14 exemptions, I'm speaking very generally here, if these are
15 transactions by people in the market, they are exempted by
16 statute.

17 Section 5, though, focuses on and is relevant to this
18 case, the issuer and the affiliates of the issuer. So it is
19 only Mr. Larsen and Mr. Garlinghouse, the CEOs, or someone on
20 the board. The affiliates of the issue are captured by the
21 statute. Section 4 specifically exempts these transactions
22 that the court put in the hypothetical of all these other
23 people buying and selling XRP in the market. I don't think
24 that would be the case, your Honor.

25 THE COURT: And you have specific claims -- I